

POWER ROOT BERHAD

(Company No: 733268-U)

(Incorporated In Malaysia)

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of the Company will be held at No 1, Jalan Sri Plentong, Taman Perindustrian Sri Plentong, 81750 Masai, Johor on Monday, 29 July 2013 at 2.30 p.m. for the purpose of considering the following businesses:-

AGENDA

ORDINARY BUSINESSES:-

1. To receive the Audited Financial Report for the financial year ended 28 February 2013 together with the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To approve the declaration of a Single Tier Final Dividend of 4.0 sen per share for the financial year ended 28 February 2013. **(Resolution 2)**
3. To sanction payment of Directors' fees for the financial year ended 28 February 2013. **(Resolution 3)**
4. To re-elect the following Directors who retire pursuant to Article 121 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - 4.1 Dato' Wong Fuei Boon **(Resolution 4)**
 - 4.2 Datuk Sarchu bin Sawal **(Resolution 5)**
 - 4.3 See Thuan Po **(Resolution 6)**
5. To re-appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution:-

6. **Ordinary Resolution – Authority To Issue Shares Pursuant To Section 132D of the Companies Act, 1965** **(Resolution 8)**

“THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

7. To transact any other business of which due notices has been given.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (cont'd)

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a Single Tier Final Dividend of 4.0 sen per share in respect of financial year ended 28 February 2013 will be payable on 23 September 2013 to depositors registered in the Record of Depositors at the close of business on 28 August 2013, if approved by shareholders at the forthcoming Seventh Annual General Meeting on Monday, 29 July 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 28 August 2013 in respect of ordinary transfer; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board
POWER ROOT BERHAD

ROKIAH BINTI ABDUL LATIFF (LS 0000194)
NORIAH BINTI MD YUSOF (LS 0009298)
Company Secretaries

Johor Bahru
28 June 2013

Notes:

(a) **GENERAL MEETING RECORD OF DEPOSITORS**

Only depositors whose name appears in the Record of Depositors as at 22 July 2013 shall be regarded as Member of the Company entitled to attend, speak and vote at this Meeting or appoint proxy(ies) to attend, speak and vote in his stead.

(b) **PROXY**

- i. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- ii. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- iii. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- iv. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- v. Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
- vi. The Proxy Form must be deposited at the Registered Office of the Company, located at 31-04, Level 31, Menara Landmark, No 12 Jalan Ngee Heng, 80000 Johor Bahru, not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (cont'd)

(c) **EXPLANATORY NOTES TO SPECIAL BUSINESS:**

Ordinary Resolution:

Authority To Issue Shares Pursuant To Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Seventh Annual General Meeting ("AGM") of the Company (hereinafter referred to as the "General Mandate").

The Company has been granted a general mandate by its shareholders at the Sixth AGM of the Company held on 23 July 2012 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

This authority unless revoked or varied by the Company in the general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

All other information remains unchanged.